

गेल (इंडिया) लिमिटेड (भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गेल भवन. 16 भीकाएजी कामा प्लेस नई दिल्ली-110066, इंडिया GAIL BHAWAN, 16 BHIKAIJI CAMA PLACE NEW DELHI-110066, INDIA फोन/PHONE: +911126182955 फैक्स / FAX : +91 11 26185941 ई-मेल/E-mail:info@gail.co.in

ND/GAIL/SECTT/2017

September 13, 2017

1. Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400051

2. Listing Department **BSE** Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001

Sub: Voting Results of 33rd AGM held on 12.09.2017- Consolidated Scrutinizer Report

Dear Sir,

This is in reference to captioned subject and in compliance of SEBI (Listing Requirements and Obligations) Regulations, 2015

Please find attached scrutinizer's report on consolidated voting results.

The same is for your information and record.

Thanking You Yours faithfully

(A.K.Jha)

Company Secretary

Encl.: As above



119 & 127, Vardhman Star City Mall Sector 7, Dwarka, New Delhi-110075 Email Id: <u>sachinag1981@gmail.com</u>

Phone:011-45052182; Mobile:9811549887

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015]

To,
The Chairman and Managing Director
GAIL (India) Limited
16, Bhikaiji Cama Place,
R.K. Puram, New Delhi – 110066

Reg.: 33rdAnnual General Meeting of the members of GAIL (India) Limited held on Tuesday, 12th Day of September, 2017 at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119 &127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of GAIL (India) Limited (the Company) having it's registered office at 16, Bhikaiji Cama Place, R.K. Puram, New Delhi-110066 vide resolution dated 18.07.2017, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015 to conduct the remote e- voting process and to scrutinize physical poll process by the Shareholders in respect of the below mentioned resolution passed at 33rd Annual General Meeting of the Company held on 12thDay of September, 2017.

The notice dated 31st July, 2017 convening AGM of the Company was sent to the Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered by Central Depository Services (India) Limited, for conducting remote e- voting by the shareholders of the Company. The shareholders of the Company holding shares as on the "Cut –Off" date i.e. 5th September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in the notice convening of 33rdAnnual General Meeting of the Company.

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The voting period for remote e- Voting commenced on Friday, 8thSeptember, 2017 (9:00 am) (IST) and ended on Monday, 11thSeptember, 2017 (5:00 pm) (IST) and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 12.09.2017, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 12th Day of September, 2017 in the presence of Ms. Karishma Singh and Mr. Harish Kumar Yadav, who are not in employment of the Company.

Ms. Karishma Singh

Mr. Harish Kumar Yadav

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the M/s Central Depository Services (India) Limited remote evoting plateform and the ballot papers receive respectively.

Based on the result made available to us, 754 members have cast their vote on the e-voting platform and 29 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody untill the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates,

Company Secretaries,

(Sachin Ağarwai)

Partner FCS: 5774 COP: 5910

Dato: 13 00 20

Date: 13.09.2017 Place: New Delhi बी.सी. त्रिपाठी

B.C. TRIPATHI अध्यक्ष एवं प्रवंध निदेशक Chairman & Managing Director

गेल (इंडिया) लिमिटेड/GAIL (India) Ltd. 16, भीकाएजी कामा प्लेस

16, Bhikaiji Cama Place नई दिल्ली-110066/New Delhi-110066

| ltem No. | 1 To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year |
|-------------|---|
| Subject | To receive, consider and adopt the audited mandal statements and addition of the Comptroller & Auditor lended 31st March, 2017, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor |
| | |
| Matter of | General of India. |
| resolution | |
| | |
| Type of | 0.41 |
| Resolution | Ordinary |
| SIGROIMSING | |

| Particulars | Remote e-votes | | voting at AGM | | Tot | Percentage % | |
|------------------|----------------|------------|---------------|-------|--------|-----------------|--------|
| | Number | Votes | Number | Votes | Number | Votes | |
| | 749 | 1499297447 | 27 | 361 | 776 | 1499297808 | 100.00 |
| Assent | | 945 | 0 | O | 4 | 945 | 0.00 |
| Dissent | | o | 0 | 0 | 1 | 0 | |
| Abstain Total | 754 | 1499298392 | 27 | 361 | 781 | 1499298753 | 100.00 |

Based on the aforesald results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries New Den

CS Sachin Agarwal Partner

C.P. No. 5910 FCS No. 5774

| Item No. | [2 |
|-----------------------|--|
| | To declare final dividend for the financial year ended 31st March, 2017 as recommended by the Board and to confirm the gayment of interins dividend stready paid in the month of February, 2017. |
| Type al Resolution | Ordinary |

| Particulars | Romoto e-votes | | Voting a | t VQV(| Тс | tal | Percentage |
|-------------|----------------|------------|----------|--------|--------|------------|------------|
| | Number | Votes | Number | Votes | Number | Vates | |
| Assent | 753 | 1499848974 | 27 | 351 | 720 | 1499849335 | 100.00 |
| Dissent | 1 | 5 | 0 | 0 | 1 | Ş | 0.00 |
| Abstein | D | Ü | Q | Q | 0 | ą | |
| Total | 754 | 1495848979 | 27 | 351 | 781 | 1499849340 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories

New Dethi

CS Sachen Agentral Partner C.P. No. 5910 FCS No. 5774

Date: 13.09.2017 Place: New Dolhi

Page 4 of 15

| Item No. | | |
|------------------------------------|--|----|
| Subject Matter of resolution | To appoint a Director in place of Dr. Ashutosh Karnatak, who retires by rotation, and being eligible, offers himself for re-appointmen | ę. |
| Type of Resolution | Ordinary | |

| Particulars | Remote e-votes | | Voting at AGM | | Tat | Percentage % | |
|------------------|----------------|------------|---------------|-------|----------|-----------------|--------|
| | Number | Votes | Number | Votes | Number . | Votes | |
| Assent | 538 | 1400228109 | 27 | 361 | 565 | 1400228470 | 93.64 |
| Dissont | 215 | 95169003 | 0 | . 0 | 215 | 95169003 | 6.36 |
| | 7 | 0 | 0 | o | 7 | 0 | |
| Abstain Total | 760 | 1495397112 | 27 | 361 | 787 | 1495397473 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries New L. New L. Secretary Secretary

\$ 8 Agso

CS Sachin Agarwal

Partner C.P. No. 5910 FC5 No. 5774

| item No. | 4 |
|------------------------------------|--|
| Subject Matter of resolution | To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company for FY 2017-18 in terms of the provisions of Section 142 of the Companies Act, 2013. |
| Type of Resolution | Ordinary |

| Particulars | Remote e- | Remote e-votes Voting at AGM | | Tota | Percentage % | | |
|------------------|-----------|------------------------------|--------|-------|-----------------|------------|--------|
| | Number | Votes | Number | Votes | Number | Votes | 2//2/ |
| | 718 | 1486950553 | ' 27 | 361 | 745 | 1486950914 | 99.44 |
| Assent | 29 | 8446559 | 0 | 0 | 29 | 8446559 | 0.56 |
| Dissent | 49 | 0.110223 | C | 0 | 7 | Ö | |
| Abstain Total | 754 | 1495397112 | 27 | 361 | 781 | 1495397473 | 100.00 |

Based on the aloresuit results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories

New Delni

CS Sachin Agarwal Partner

C.P. No. 5910 FCS No. 5774

| itum No. | 5 |
|-----------------------|---|
| Subject | the base of the second of the |
| Matter of | To appoint Stri Dinkar Prakash Srivastava (DIN-07418753) as Independent Director, not liable to retire by rotation. |
| resolution | |
| Type of | Ordinary |
| Type of Resolution | Ordinal |

| Particulars | Remote e-votes | | Voting at | • | To | otal | Percentage % |
|-------------|----------------|------------|-----------|-------|---------|------------|---------------------|
| | Number | Votes | Ипшрія | Votes | Minipet | Votes | |
| Assent | 745 | 1499815894 | 17 | 361 | 772 | 1499816255 | 100.00 |
| | 179 | 33085 | D | 0 | 10 | 33085 | 0.00 |
| Dissent | 40 | 7,100 | n | n | 0 | Û | |
| Abstain | | 1499848979 | 37 | 361 | 762 | 1499849340 | 100,00 |
| Total | 755 | 1433848313 | 21 | 1941 | 1001 | | diamonium-with-term |

Dased on the aforesaid results. I report that the Ordinary Resolution as contained in the Rem No. 5 of the Notice dated July 31, 2017 has been passed with regulaite majority.

For Agarwal S. & Associates Company Secretories

S. & Associates

New D. Secretary

CS Sachin Agerwal Pattner C.P. No. 5910 FCS No. 5774

| Item Ro. | 6 |
|------------------------------------|---|
| Subject Matter of resolution | To appoint Dr. Anup K. Pujari (DIN-02556335) as independent Director, not liable to retire by rotation. |
| Tune of | Ordinary |

| Particulars | Aamole e-valas | | Voting at AGM | | Yota | Percentage % | |
|-------------|----------------|------------|---------------|-------|--------|-----------------|--------|
| | Number | Votes | Number | Votes | Mumber | Votes | · |
| Assent | 744 | 1499815838 | 27 | 361 | 771 | 1499816199 | 100.00 |
| Dissent | 9 | 33061 | Đ | 0 | 9 | 33061 | 0.00 |
| Abstain | 2 | 0 | 0 | D | 2 | Ü | |
| Total | 795 | 1499848699 | 2.7 | 361 | 782 | 1499849250 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Hem No. 6 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

New Delhi

Company Seden

C5 Sachin Agarwal Partner C.P. No. 5910 FCS No. 5774

| item No. | 7 |
|-----------------------|--|
| Subject Matter of | To appoint Shri P. K. Gupta (DIN-01237705) as Director (HR), liable to retire by rotation. |
| Matter of | The state of the s |
| resolution | |
| Type of | Ordinary |
| Type of Resolution | Citation |

| Particulars | | | Voting at A | | To | tal | Percentage % |
|-------------|--------|------------|-------------|---------|--------|------------|-----------------|
| | Number | Votes | Number | Vates | Number | Votes | |
| | 438 | 1337797220 | 27 | 363 | 465 | 1337797581 | 89.46 |
| | | 157599892 | | g | 313 | 157599897 | 10.54 |
| Dissent | 313 | 13/339032 | | 0 | 7 | 0 | |
| Abstaln | | | | 361 | 785 | 1495397473 | 100 |
| Total | 75B | 1495397112 | *** | 1 4 5 1 | | | · |

Based on the aforesaid results, treport that the Ordinary Resolution as contained in the Item No. 7 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

S & A S O O

New Delhi

E Thany Secreta

Organizal.

CS Sachin Agarwal Partner C.P. No. 5910 FCS No. 5774

Dale: 13.69.2017 Place: New Belhi

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| Item No. | 8 |
|------------------------|---|
| Subject | To appoint Shi Gajendra Shigh (DIN- 03290248) Director (Marketing), liable to retiro by rotation. |
| Matter of | To appunit and objective engineers, the control of |
| resolution | |
| Yype of | Ordinary |
| Type of Respirition | Usumsty |

| Particulars | ars Remote e-votes | | te gnitoV | | 70 | ital | Percentage % |
|-------------|--------------------|------------|-----------|-------|--------|------------|-----------------|
| | Number | Voles | Number | Votes | Number | Voles | |
| d seems | 532 | 1399369115 | 27 | 361 | 559 | 1399369476 | 93,58 |
| Assent | 221 | 96027997 | .o | O | 551 | 96027997 | 6.42 |
| Abstain | 7 | o | o | 0 | - 7 | .0 | |
| Total | 760 | 1495397112 | 27 | 351 | 787 | 1495397473 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 8 of the Notice dated July 31, 2017 has been passed with requisite majority

For Agerwal S. & Associates Company Secretaries

S. & A88 M > 00

New Delhi

E PROPOSECTER

CS Sachin Agarwat Partner C.P. No. 5910 FCS No. 5774

| Mars No | la l |
|-----------------------|--|
| Hem No. | To ratify the remunoration of the Cost Auditors for FY 2016-17 and authorization to the Board of Directors to fix the remuneration for |
| Subject | 10 LattlA fue teluturotation of are Corrections for 1.1 rays 7. and any section of the Corrections for 1.1 rays 7. |
| Matter of | FY 2017-18. |
| resolution | |
| Type of | Ordinary |
| Type of Resolution | Vidinery |

| Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|----------------|---|--------------------------|------------------------------|--------------------------------|--|---|
| Number | Votes | Number | Vates | Number | Voles | .,, |
| | 1494350205 | 27 | 361 | 757 | 1494350566 | 99.93 |
| | della | 0 | , 0 | 16 | 1046710 | 0.07 |
| - 10 | 6 | o | o | 8 | Q | |
| 764 | 1405105015 | 27 | 361 | 781 | 1495397276 | 100 |
| | Remote a | Remote e-votes Votes | Remote a-votes Voting at F | Remote a votes Voting at AGM | Number Votes Number Votes Number 73G 1494350205 27 361 757 16 1046710 0 0 0 15 8 0 0 0 0 8 | Number Votes 161 1046710 0 0 0 16 1046710 0 0 0 8 0 0 0 0 0 |

Based on the aforesaid results, I report that the Ordinary Resolution us contained in the Item No. 9 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories

3 S. & Assoc

New Zeores

CS Sachin Agarwal Partner C.P. No. 5910 FCS No. 5774

| item No. | 10 |
|-----------------------|--|
| Subject | To approve Material Related Party Transactions with Petronet LNG timited for Financial Year 2017-18. |
| Matter of | |
| resolution | |
| Type of | Ordinary |
| Type of Resolution | Orunary |

| Particulars | Remote a-votes | | Voting at A | GM | Ť | otal | Percentage % |
|------------------|----------------|------------|-------------|-------|--------|------------|--|
| | Number | Votes | Number | Votes | Number | Votes | Annual Committee |
| Assent | 743 | 14997354BB | 27 | 361 | 770 | 1499735849 | t00.00 |
| weekouter. | B | 741 | o l | Ó | 8 | 741 | 0.00 |
| Dissunt | 7 | | ol ol | o | 3 | 0 | |
| Abstain Total | 754 | 1499736229 | 271 | 361 | 781 | 1499736590 | 100 |

Dased on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 10 of the Notice dated July 31, 2017 has been passed with requisite majority

For Agarwal S. & Associates Company Secretories

New Deihi S. & Association of the Company Section 1

CS Sachin Agarwal Partner C.P. No. 5910 FCS No. 5774

| Rem No. | 11 |
|-----------------------|--|
| | To increase the Authorized Share Capital of the Company by amending Memorandum and Articles of Association of the Company. |
| Matter of | 10 Increase the Authorized Shale Capital Of the Company of Shallowing Manager and Authorized Shale Capital Of the Company of Shallowing Manager and Shallowing M |
| resolution | |
| Type of Resolution | Special |

| Particulars | Remote e-votes | | Remote e-votes Voting at AGM | | Tot | Percentage % | |
|--------------------|----------------|------------|------------------------------|-------|--------|-----------------|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Arrank | 439 | 1344308835 | 27 | 361 | 466 | 1344309196 | 89.63 |
| Assent | 317 | 155540048 | 0 | ַם | 317 | 155540048 | 10.37 |
| Dissent Abstaln | 1 i | 0 | 0 | 0 | 1 | 0 | *************************************** |
| Total | 757 | 1499848883 | 27 | 361 | 784 | 1499849244 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 11 of the Hotice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates \$ 8 ASSOC

New Delh!

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Company Secretories

CS Sachin Agarwal Partner C.P. No. 5910 FCS No. 5774

| | A CONTRACT OF THE PROPERTY OF | 1 |
|--|--|---|
| Item No. | 12 | 1 |
| Subject | To amend the existing Article 40 of the Articles of Association of the Company. | |
| Matterol | TO SHIELD THE ENVIRONMENT TO THE SHIP TO T | l |
| resolution | | ١ |
| Printer of the Control of the Contro | Special | ١ |
| Type of Resolution | Speciel | J |

| Particulars Remote e-votes | | | Voting a | t AGM | Y | otal | Percentage |
|----------------------------|--------|------------|----------|-------|--------|------------|------------|
| Latúrolata | | | • | | | | % |
| | | Votes | Number | Votes | Number | Votes | |
| | Number | | 36 | 348 | 764 | 1499847348 | 100 00 |
| Assent | 738 | | 20 | | 17 | 1992 | 0,00 |
| Dissent | 16 | 1979 | 1 | 13 | | D | |
| | | n | O | . 01 | | ע | |
| Abstain | | | 99 | 361 | 781 | 1499849340 | 100 |
| Total | 754 | 1499848979 | 21 | 321 | | | |

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 12 of the Notice dated July 31, 2017 has been passed with regulsite majority.

For Agarwal 5. & Associates Company Secretaries

CS Sachin Agarwat Partner C.P. No. S910 FCS No. 5774

| ttem No. Subject | 13 To increase the borrowing limit of INR Debt through secured / unsecured, redremable, lakable Non-Convertible Bond(s) / Offshore To increase the borrowing limit of INR Debt through secured / unsecured, redremable, lakable Non-Convertible Bond(s) / Offshore | |
|-------------------------|--|--|
| Matter of resolution | To increase the borrowing limit of INR Debt through secured 7 unsecured; unsecured on private placement basis. INR Bonds upto Rs. 2,500 crore till the conclusion of next AGM, in one or more tranches on private placement basis. | |
| Type of Resolution | Speçial | |

| Anathurass Remote c-vates | Voting at AGM | Yotal | Percentage |
|---|------------------------|---|------------|
| Number Votes | Number Votes 27 361 | Number Votes 758 1499819790 23 3550 | |
| Assent (321 35) Olssent 23 35) Abstein 0 Total 754 14998A89 | 0 0 0 | 0 0 781 1499849340 | |

hased on the aforesaid results. I report that the Special Resolution as contained in the Item No. 13 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

S & Associated New Delhi)

New Delhi Samuel Secretary Secretary

(Capatrion)

CS Sachin Agarwal Purtner C.P. No. 5910 FCS No. 5774